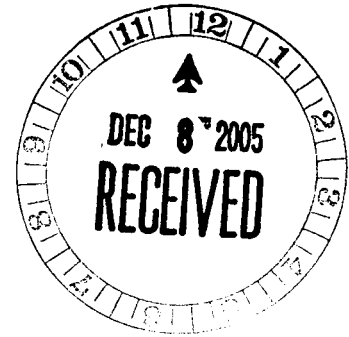


RECORDATION NO. 22053-D FILED

DEC 08 '05

2-43 PM

SURFACE TRANSPORTATION BOARD



FIRST UNION RAIL

One O'Hare Centre
6250 River Road, Suite 500
Rosemont, IL 60018-4214

VIA UPS NEXT DAY AIR

December 5, 2005

Mr. Vernon E. Williams
Surface Transportation Board
1925 K Street, N.W., Room 704
Washington, DC 20423-0001
Attn: Recordation of Railroad Equipment

Re: Memorandum of Lease Agreement

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Lease Agreement, dated October 17, 2005, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Commission under Recordation Number 22053.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Center
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: Debruce Grain, Inc.
4100 N. Mulberry Drive
Kansas City, MO 64116

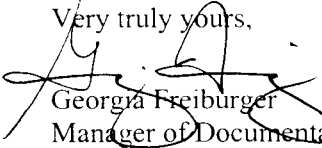
A description of the railroad equipment covered by the enclosed document is twenty-five (25) 4700/4750 cu. ft. covered hopper cars, with NDYX marks (see Exhibit A for numbers).

A short summary of the document to appear in the index follows: Memorandum of Lease

Also enclosed is a check in the amount of \$33.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5387. Thank you for your cooperation in this matter.

Very truly yours,


Georgia Freiburger
Manager of Documentation

Enclosures

(DEBR009)

DEC 08 '05

2-43 PM

ASSGN. NO.: DEBR009

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 17th day of October, 2005, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and DeBruce Grain, Inc., ("Lessee"), a Missouri corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of March 1, 1998 Lessee, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 9 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of September 17, 2005 and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: Richard F. SeymourName: RICHARD F. SEYMOUR
Vice President Sales & MarketingBy: Susan GrokulskeyName: SUSAN GROKULSKY

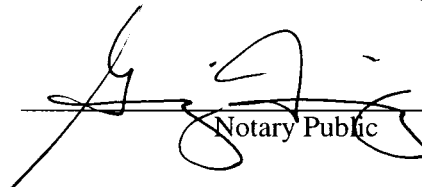
Title: _____

Title: MR. OF DOCUMENTATION Executed on this 17th day of October, _____.

[CORPORATE SEAL]

STATE OF ILLINOISCOUNTY OF COOK

I, GEORGIA FREIBURGER, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 17th day of October, 2005.

Notary Public

My Commission Expires:

5-2008
(Notary Public)

By: Shane Berrett
Name: Shane Berrett
Title: Director of Transportation

By: Shawn The


Name: Shaun Meiners

Title: Logistics Coordinator Executed on this 7 day of Oct, 05.

STATE OF MISSOURI
COUNTY OF JACKSON

I, LUCY THOMPSON, a Notary Public of the County and State
aforesaid, certify that SHANE BERRETT personally appeared before me this day
and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 7 day of Oct, 05.



Notary Public

(Notary Public)

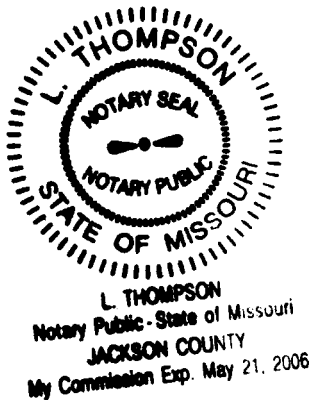


EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Twenty-five (25)

DESCRIPTION OF CARS: 4700-4750 cubic foot capacity covered hopper car with trough hatches and gravity discharge gates.

CAR NUMBERS:

NDYX 818592
NDYX 828344
NDYX 828365
NDYX 828366
NDYX 828372
NDYX 828380
NDYX 830257
NDYX 830406
NDYX 830635
NDYX 831170
NDYX 832002
NDYX 832007
NDYX 832011
NDYX 832013
NDYX 832016
NDYX 832028
NDYX 832041
NDYX 832057
NDYX 832058
NDYX 832059
NDYX 832062
NDYX 832141
NDYX 832189
NDYX 832704
NDYX 832734
Count: 25